

EXHIBIT E1

McGUIREWOODS

Dion W. Hayes
804.775.1144

One James Center
901 East Cary Street
Richmond, VA 23219-4030

December 9, 2008

REMITTANCE COPY
PLEASE RETURN WITH PAYMENT
DIRECT ACCOUNTING INQUIRIES TO (804) 775-1601 or (800) 775-2202

INVOICE NO. 91094382

Circuit City Stores, Inc.
9950 Mayland Drive
Richmond, VA 23233

TAX ID NO. 54-0505857

JOINT GROUP #2055557

Balance Forward from Prior Invoices: \$.00
(IF BALANCE FORWARD PREVIOUSLY PAID, PLEASE DISREGARD)

Current Invoice:

Current Fees:	\$227,581.00	
Current Disbursements:	<u>\$9,558.65</u>	
Current Invoice Total:		<u>\$237,139.65</u>

Total Balance Due:		<u><u>\$237,139.65</u></u>
--------------------	--	----------------------------

PLEASE REMIT PAYMENT TO THE FOLLOWING ADDRESS:

McGuireWoods LLP
Attn: Accounts Receivable
901 E. Cary Street
Richmond, VA 23219-4030

PAYMENT IN FULL IS DUE UPON PRESENTATION



Dion W. Hayes
804.775.1144

One James Center
901 East Cary Street
Richmond, VA 23219-4030

December 9, 2008

Circuit City Stores, Inc.
9950 Mayland Drive
Richmond, VA 23233

Bill Through: 11/30/08

INVOICE NO. 91094382

TAX ID NO. 54-0505857

FOR PROFESSIONAL SERVICES RENDERED AND EXPENSES INCURRED:

Re: General Case Administration
Our File No. 2055557-0010
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/10/08	Various telephone calls with creditors or their counsel (1.5); prepare for first day hearings (1.5); first day hearings (2.9); initial interview with UST (.5); review various objections to first days and revise orders (1.5); telephone calls with client regarding numerous questions about filing environment (1.6); begin work on second day motions (1.7) Dion W. Hayes 11.20 hours at 525.00 per hour.	\$5,880.00
11/10/08	Prepare and finalize filings of first day motions and review and finalize same and hearing preparations (2.9) Douglas M. Foley 2.90 hours at 525.00 per hour.	\$1,522.50
11/10/08	Prepare for and attend first day hearings (7.9); several telephone conferences and e-mails with creditors regarding same (1.3); draft, review and revise final form of first orders for submission to court for entry and coordinated notice provisions (1.2) Douglas M. Foley 10.40 hours at 525.00 per hour.	\$5,460.00

11/10/08 Finalize first day pleadings
Joseph S. Sheerin 5.00 hours at 400.00 per hour. \$2,000.00

11/10/08 Continue to analyze, revise, finalize and file
Chapter 11 petitions and first day motions and
pleadings (5.8); analyze strategies for first
day hearings and preparation for first day
hearings and multiple telephone conferences and
e-mails with chambers, clerk's office,
creditors, co-counsel and other constituencies
regarding same (1.3); draft, revise and submit
multiple orders, notices and other items to
chambers and other parties (1.3); draft,
finalize and file declarations of divisional
venue and telephone conference with clerk's
office regarding filing deficiencies (1.1);
attend and participate in first day hearing and
revision, submission, and entry of orders and
distribute certified copies (6.3)
Sarah B. Boehm 15.80 hours at 400.00 per hour. \$6,320.00

11/10/08 Continue draft, revise and file Chapter 11
petitions and first day motions and pleadings
and preparation for first day hearings (6.9);
multiple telephone conferences and e-mails with
chambers, clerk's office, creditors, co-counsel
and other constituencies regarding first day
hearings and related issues (1.0); prepare for
and attend first day hearings (3.7); draft,
revise, prepare and submit multiple orders,
notices, and other items to chambers, clerk's
office, and other parties and analyze
strategies for first day hearings and revision,
submission, and entry of orders (3.9)
Daniel F. Blanks 15.50 hours at 350.00 per hour. \$5,425.00

11/10/08 Prepare and file first day motions
Aaron G. McCollough 4.80 hours at 325.00 per hour. \$1,560.00

11/10/08 Prepare and assist in filing of first day
motions (5.0)
Richard F. Blair 5.00 hours at 275.00 per hour. \$1,375.00

11/10/08 Assist with preparation for filing multiple
first day motions and orders (7.4); prepare
first day court documents (5.4); assist with
first day hearing (5.2)
D. Morrison de Lopez 18.00 hours at 180.00 per hour. \$3,240.00

11/10/08 Preparation of documents, including motions and orders for first day motions hearing (7.5); attend hearing on first day motions (7.0)
Linda J. Neilson 14.50 hours at 165.00 per hour. \$2,392.50

11/10/08 Assist with preparations for filing multiple first day motions and orders (7.7); prepare first day court documents (5.3); assist with first day hearing and order revisions (5.2)
Karen B. Cain 18.20 hours at 175.00 per hour. \$3,185.00

11/10/08 Assist team with hardware and resources for hearing
Wanda C. Bailey .50 hours at 175.00 per hour. \$87.50

11/10/08 Assist with technology at first day post-petition hearings
Patricia C. Anderson 8.40 hours at 125.00 per hour. \$1,050.00

11/11/08 Analysis, planning and organization for handling bankruptcy case matters
Howard Feller 2.70 hours at 545.00 per hour. \$1,471.50

11/11/08 Planning for matters to be worked on during bankruptcy proceeding, including processing of correspondence under lead director correspondence policy of the board of directors
Jane Whitt Sellers 1.00 hours at 540.00 per hour. \$540.00

11/11/08 E-mails and telephone calls with client's inhouse counsel regarding numerous issues (1.5); review pleadings filed in cases (1.1); internal meetings regarding case organization (1.5)
Dion W. Hayes 4.10 hours at 525.00 per hour. \$2,152.50

11/11/08 Analyze pending Circuit City matters and consider strategy in light of bankruptcy (1.2)
Robert M. Tyler 1.20 hours at 435.00 per hour. \$522.00

11/11/08 Multiple calls and e-mails responding to creditor, landlord, vendor and counsel questions regarding bankruptcy filing (1.1); analyze and revise multiple first day orders and multiple calls and e-mails regarding same (1.4)
Sarah B. Boehm 2.50 hours at 400.00 per hour. \$1,000.00

- 11/11/08 Draft, revise, and submit multiple proposed orders regarding first day hearings and related issues (4.6); multiple e-mails and telephone conferences with I. Fredericks regarding first day pleadings, orders, second day pleadings and related issues and review material regarding same (1.3); draft and revise suggestions in bankruptcy (.8); multiple telephone calls and e-mails with creditors, clerk's office, and other parties regarding bankruptcy case and related issues (1.9)
Daniel F. Blanks 8.60 hours at 350.00 per hour. \$3,010.00
- 11/11/08 Analyze and monitor bankruptcy court docket for entered orders (1.9); update binders for professionals (.9); conference with D. Hayes regarding omitted orders (.3); telephone call to court regarding entry of Bops orders (.3); conference with D. Blanks regarding case calendar (.4)
Karen B. Cain 3.70 hours at 175.00 per hour. \$647.50
- 11/12/08 Several telephone conferences and e-mails regarding status of entry of first day orders and review and revise same (.9); several telephone conferences with creditors regarding first day relief, hearing dates and objection periods going forward, and general questions regarding status of case (1.9)
Douglas M. Foley 2.80 hours at 525.00 per hour. \$1,470.00
- 11/12/08 Revise, finalize and submit multiple orders to clerk's office and multiple calls and e-mails with clerk's office regarding same (3.3); finalize and file affidavit of service for KCC and e-mails regarding same (.3); multiple calls and e-mails regarding status of entry of multiple orders (.9); multiple calls and e-mails from creditors, vendors, landlords, counsel, utilities and reclamation claimants and analyze issues regarding same (1.2); e-mails and correspondence to KCC regarding notices of appearance and address corrections (.4); review entered orders and e-mails regarding same (.4)
Sarah B. Boehm 6.50 hours at 400.00 per hour. \$2,600.00

11/12/08 Multiple telephone conferences and e-mails with claimants and other parties regarding case, claims issues and other related items (2.7); multiple telephone conferences and e-mails with co-counsel regarding case administration and related issues (.9)
Daniel F. Blanks 3.60 hours at 350.00 per hour. \$1,260.00

11/12/08 Research bankruptcy court docket and filings for entered first day orders (.4)
Karen B. Cain .40 hours at 175.00 per hour. \$70.00

11/13/08 Analysis regarding bar date motions and schedules issues (1.0); telephone conferences and e-mails with clients regarding general bankruptcy issues (1.3)
Dion W. Hayes 2.30 hours at 525.00 per hour. \$1,207.50

11/13/08 E-mails with F. Telegadas regarding website accessibility project (.1); telephone conference with F. Telegadas regarding website accessibility project (.1)
Robert M. Tyler .20 hours at 435.00 per hour. \$87.00

11/13/08 Analyze first day orders and binders for R. Hedgebeth (.8); analyze and revise claims trading notice and related exhibits and multiple e-mails regarding same (.7); multiple calls and correspondence with landlords, counsel, vendors and other parties (1.6); revise and finalize 503(b)(9) claim form and notice and e-mails regarding same (.6); draft correspondence to clerk's office regarding certified copy payment (.1); multiple telephone calls from clerk's office regarding entry of various orders (.4); analyze issues regarding first day pleadings and correspondence (.6)
Sarah B. Boehm 4.80 hours at 400.00 per hour. \$1,920.00

11/13/08 Multiple telephone conferences and e-mails with I. Fredericks regarding case administration, first day pleadings and orders to the company, and other related issues (1.2); draft and revise suggestions in bankruptcy and multiple e-mails with parties regarding same (1.7); draft and revise bar date motion and research issues regarding same (.7)
Daniel F. Blanks 3.60 hours at 350.00 per hour. \$1,260.00

11/13/08 File motions to extend time to submit schedules
for affiliate debtors (.6); e-mails to and from
S. Boehm regarding Equity Trading Notice (.2)
Richard F. Blair .80 hours at 275.00 per hour. \$220.00

11/13/08 Review bankruptcy filings and entered orders
(.3)
D. Morrison de Lopez .30 hours at 180.00 per hour. \$54.00

11/13/08 Research and analysis of bankruptcy court
docket, filings and entered orders (1.3);
prepare first day binders for client (2.9);
work on case calendar updates (1.1)
Karen B. Cain 5.30 hours at 175.00 per hour. \$927.50

11/14/08 Review new pleadings for matters on December
5th docket
Dion W. Hayes 1.30 hours at 525.00 per hour. \$682.50

11/14/08 Review, draft, revise motion to set general bar
date, schedule 341 meeting, and timing of
sending notices and filing schedules (1.7);
telephone conference with UST's office
regarding same and e-mails regarding logistics
for 341 meeting (.4); review entered first day
orders and respond to creditor calls and
e-mails regarding same (.6)
Douglas M. Foley 2.70 hours at 525.00 per hour. \$1,417.50

11/14/08 Multiple calls and e-mails regarding pleadings
to be filed for December omnibus hearing (.6);
multiple calls and correspondence from
creditors, vendors, landlords and counsel (.9);
revise claims trading notice and exhibits and
e-mails regarding same (.4); telephone call
from clerk's office regarding various case
administration matters (.2)
Sarah B. Boehm 2.10 hours at 400.00 per hour. \$840.00

11/14/08 Multiple telephone conferences with claimants
and other parties regarding bankruptcy
information and other issues and review and
analyze correspondences, pleadings, and other
items regarding same and multiple telephone
conferences and e-mails with co-counsel
regarding same
Daniel F. Blanks 1.60 hours at 350.00 per hour. \$560.00

11/14/08	Review and prepare equity trading notice and exhibits (.9); e-mails to S. Boehm and D. Dip regarding notice and exhibits for equity trading notice (.1) Richard F. Blair 1.00 hours at 275.00 per hour.	\$275.00
11/14/08	Research bankruptcy court docket (.3); analyze filings for hearing and cut off dates (.9); work on court cases calendar (.7); complete first day orders binders for professionals (1.2) Karen B. Cain 3.10 hours at 175.00 per hour.	\$542.50
11/15/08	Continue attention to restructuring and multiple e-mails and telephone conferences with creditors and parties in interest and analyze strategies for December 5, 2008 omnibus hearing and pleadings to be heard and related issues Daniel F. Blanks 1.50 hours at 350.00 per hour.	\$525.00
11/16/08	Review and revise second day pleadings and e-mails with debtors professionals regarding same (1.5) Douglas M. Foley 1.50 hours at 525.00 per hour.	\$787.50
11/16/08	Finalize and file affidavit of service for KCC and e-mails regarding same Sarah B. Boehm .20 hours at 400.00 per hour.	\$80.00
11/17/08	Review pleadings (2.0); telephone calls to in-house counsel regarding various bankruptcy issues (.5) Dion W. Hayes 2.50 hours at 525.00 per hour.	\$1,312.50
11/17/08	Analyze first day orders and draft and revise case calendar regarding deadlines (1.9); multiple e-mails with KCC regarding noticing issues and related case administration matters (.4); multiple calls and e-mails from creditors, vendors, landlords, counsel, utilities and reclamation claimants and analyze issues regarding same (.9) Sarah B. Boehm 3.20 hours at 400.00 per hour.	\$1,280.00
11/17/08	Multiple telephone conferences and e-mails with parties regarding bankruptcy case administration and related issues and multiple e-mails with Skadden regarding same Daniel F. Blanks .80 hours at 350.00 per hour.	\$280.00

11/17/08 Research bankruptcy court docket, filings and e-mail account for objection filings (.7); work on court case calendar (.1); status of objections to professionals (.1)
Karen B. Cain .90 hours at 175.00 per hour. \$157.50

11/18/08 Review new pleadings for first omnibus hearing (1.5); answer questions from clients regarding process issues (1.0)
Dion W. Hayes 2.50 hours at 525.00 per hour. \$1,312.50

11/18/08 Review and e-mails regarding correspondence from creditors regarding first day orders, objection period, and information regarding bankruptcy case (.7)
Douglas M. Foley .70 hours at 525.00 per hour. \$367.50

11/18/08 Finalize and file affidavit of service for KCC (.2); multiple calls and correspondence from landlords, creditors and counsel (1.4); multiple calls and e-mails regarding question from clerk's office about amending two petitions (.4)
Sarah B. Boehm 2.00 hours at 400.00 per hour. \$800.00

11/19/08 Review new pleadings (2.0); calls with clients regarding vendor issues (1.0)
Dion W. Hayes 3.00 hours at 525.00 per hour. \$1,575.00

11/19/08 E-mails regarding curative issues relating to petitions and first day filings and analyzed issues regarding same; telephone conferences and e-mails with creditors list and timing of filing statements and schedules (.6)
Douglas M. Foley .60 hours at 525.00 per hour. \$315.00

11/19/08 Multiple calls and correspondence with counsel, landlords, utilities, vendors and parties in interest (1.4); multiple calls with clerk's office regarding amending petitions for two debtors and e-mails with A. Reed regarding same (.3); finalize and file corporate ownership statement for Circuit City Stores, Inc. and e-mails regarding same (.3); multiple calls regarding first day hearing transcript (.3); analyze issues regarding pleadings to be filed for December omnibus hearing, including ordinary course of professionals (.7)
Sarah B. Boehm 3.00 hours at 400.00 per hour. \$1,200.00

11/19/08 Multiple telephone conferences and e-mails with claimants and other parties regarding inquiries and other issues regarding bankruptcy filing and e-mails and telephone conferences with co-counsel regarding same
Daniel F. Blanks 1.50 hours at 350.00 per hour. \$525.00

11/19/08 Prepare bankruptcy filings for attorney review (.6)
D. Morrison de Lopez .60 hours at 180.00 per hour. \$108.00

11/19/08 Analysis of lease rejection chart (.4); e-mail status of lease rejection chart to professionals (.2)
Karen B. Cain .60 hours at 175.00 per hour. \$105.00

11/20/08 Review new pleadings (2.0); answer questions from client regarding vendor issues (1.7)
Dion W. Hayes 3.70 hours at 525.00 per hour. \$1,942.50

11/20/08 Multiple calls and correspondence from counsel, landlords, creditors and other parties (.8); finalize and file affidavits of service for KCC (.4); analyze and revise case calendar and multiple e-mails regarding same (.4); multiple calls and e-mails regarding amending two petitions (.3)
Sarah B. Boehm 1.90 hours at 400.00 per hour. \$760.00

11/20/08 Draft and revise case calendar and review docket and pleadings regarding same (1.1); multiple telephone conferences and e-mails with parties, claimants, and clerk's office regarding bankruptcy and multiple related issues and e-mails and telephone conferences with co-counsel regarding same (2.2)
Daniel F. Blanks 3.30 hours at 350.00 per hour. \$1,155.00

11/20/08 Prepare bankruptcy filings containing receipts for attorney review (2.7)
D. Morrison de Lopez 2.70 hours at 180.00 per hour. \$486.00

11/20/08 Analysis of bankruptcy court docket and filings (1.7); work on court calendar (1.8); monitor special e-mail account of filings (.4)
Karen B. Cain 3.90 hours at 175.00 per hour. \$682.50

11/21/08 Review new pleadings (1.6); answer questions from company regarding vendor customer issues (1.5)
Dion W. Hayes 3.10 hours at 525.00 per hour. \$1,627.50

11/21/08	E-mails with client regarding customer issues, calls and scope of first day relief to resolve certain types of claims (.3) Douglas M. Foley .30 hours at 525.00 per hour.	\$157.50
11/21/08	Analyze and revise interim compensation motion, order and procedures and multiple calls and e-mails regarding same Sarah B. Boehm .40 hours at 400.00 per hour.	\$160.00
11/21/08	Retrieve and organize motions and objections for 12/5/08 hearing Linda J. Neilson 1.60 hours at 165.00 per hour.	\$264.00
11/21/08	Research motions to lift stay (.3); e-mail to H. Feller and D. Hayes regarding same (.1); assist with filing preparations (.3); research bankruptcy court docket and filings (.4) Karen B. Cain 1.10 hours at 175.00 per hour.	\$192.50
11/23/08	Analyze issues and e-mails regarding first day hearing transcript and employment applications Sarah B. Boehm .30 hours at 400.00 per hour.	\$120.00
11/23/08	Multiple telephone conferences and e-mails with claimants and other parties in interest regarding bankruptcy case and related issues Daniel F. Blanks .80 hours at 350.00 per hour.	\$280.00
11/24/08	Review pleadings (.8); telephone conference with clients and Skadden regarding litigation issues (1.1) Dion W. Hayes 1.90 hours at 525.00 per hour.	\$997.50
11/24/08	E-mails and telephone conference with client and co-counsel regarding scope of authority under customer practices motion and similar issues relating to first day order relief (.9); e-mails regarding revised petitions (.3) Douglas M. Foley 1.20 hours at 525.00 per hour.	\$630.00

11/24/08 Draft amendment cover sheets and finalize and file amended petitions (.6); multiple calls and e-mails with R. Hedgebeth regarding same (.2); multiple phone calls from various parties (1.3); analyze issues and multiple calls and e-mails regarding wage order (.5); finalize and file K&E fee disclosure and e-mails regarding same (.3); analyze and distribute correspondence (.6); analyze various pleadings (.9)
Sarah B. Boehm 4.40 hours at 400.00 per hour. \$1,760.00

11/24/08 Multiple telephone conferences and e-mails with claimants regarding bankruptcy case and related issues and review and analyze pleadings and documents regarding same
Daniel F. Blanks 2.10 hours at 350.00 per hour. \$735.00

11/24/08 Deliver and pickup exhibits from Court regarding hearing
Linda J. Neilson 1.60 hours at 165.00 per hour. \$264.00

11/24/08 Work on court case calendar (.7); review filings via e-mail service account (.2); prepare chart of telephone calls for professionals (.9)
Karen B. Cain 1.80 hours at 175.00 per hour. \$315.00

11/25/08 Several e-mails with client authority granted in first day orders, including wage motion and order (.3); review and revise and analyzed new motions for hearing on December 5, 2008 including revised tax motion, interim compensation motion and bar date motion (1.7); several telephone conferences and e-mails with creditors regarding receipt of notice of filing bankruptcy cases (.3)
Douglas M. Foley 2.30 hours at 525.00 per hour. \$1,207.50

11/25/08 Finalize and file affidavits of service for KCC and e-mails regarding same (.3); review and revise case calendar and e-mails regarding same (.2); analyze correspondence and circulate same (.3); analyze pleadings to be filed and multiple e-mails regarding same (.3); e-mails regarding authority under wage order (.3)
Sarah B. Boehm 1.40 hours at 400.00 per hour. \$560.00

11/25/08 Multiple telephone conferences and e-mails with claimants, creditors, and parties in interest regarding bankruptcy case, deadlines, hearings, and other related issues (1.5); review, analyze, revise, and file bar date motion and multiple telephone conferences and e-mails with I. Fredericks regarding same (1.3)
Daniel F. Blanks 2.80 hours at 350.00 per hour. \$980.00

11/25/08 Review, retrieve and organize objections to motions for December 5, 2008 hearing
Linda J. Neilson 1.20 hours at 165.00 per hour. \$198.00

11/26/08 Telephone conferences and e-mails with client and debtors professionals regarding new motions for December 5th, including bar dates for governmental units and analyzed issues regarding same (.4)
Douglas M. Foley .40 hours at 525.00 per hour. \$210.00

11/26/08 Multiple telephone conferences and e-mails with creditors and other parties in interest regarding bankruptcy case and related issues (.7); multiple e-mails with KCC regarding service issues regarding pleadings filed on November 25, 2008 and analyze issues regarding same (.6)
Daniel F. Blanks 1.30 hours at 350.00 per hour. \$455.00

11/28/08 Several telephone conferences and e-mails with client and co-counsel regarding status of matters for hearing on 12/25 and response to creditor motions and objections to first day orders (.6)
Douglas M. Foley .60 hours at 525.00 per hour. \$315.00

11/28/08 Multiple telephone conferences and e-mails with creditors and parties in interest regarding bankruptcy and related issues
Daniel F. Blanks .80 hours at 350.00 per hour. \$280.00

11/30/08 Continued review of objection to first day relief and new motions and responses to same for hearing preparation on December 5th (2.3); e-mails regarding adjustment to government claims bar date motion and analyzed issues and timing of same (.3)
Douglas M. Foley 2.60 hours at 525.00 per hour. \$1,365.00

11/30/08 Multiple calls from parties in interest
regarding various matters
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

11/30/08 Retrieve and organize objections for 12/5/08
hearing
Linda J. Neilson 2.20 hours at 165.00 per hour. \$363.00

Timekeeper	Rate/HR	Hours	Fees
Howard Feller	\$545.00	2.7	\$1,471.50
Jane Whitt Sellers	\$540.00	1.0	\$540.00
Dion W. Hayes	\$525.00	35.6	\$18,690.00
Douglas M. Foley	\$525.00	29.0	\$15,225.00
Robert M. Tyler	\$435.00	1.4	\$609.00
Joseph S. Sheerin	\$400.00	5.0	\$2,000.00
Sarah B. Boehm	\$400.00	48.8	\$19,520.00
Daniel F. Blanks	\$350.00	47.8	\$16,730.00
Aaron G. McCollough	\$325.00	4.8	\$1,560.00
Richard F. Blair	\$275.00	6.8	\$1,870.00
Diane E. Morrison de Lopez	\$180.00	21.6	\$3,888.00
Karen B. Cain	\$175.00	39.0	\$6,825.00
Wanda C. Bailey	\$175.00	0.5	\$87.50
Linda J. Neilson	\$165.00	21.1	\$3,481.50
Patricia C. Anderson	\$125.00	8.4	\$1,050.00
TOTAL FEES		273.5	\$93,547.50

Re: Restructuring and General Strategy
Our File No. 2055557-0020
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/11/08 Several telephone conferences and e-mails with
debtors professionals and client regarding new
motions to be filed by end of week and scope
and timing of relief requested and analyzed
issues regarding same (1.9)
Douglas M. Foley 1.90 hours at 525.00 per hour. \$997.50

11/11/08 Analyze bankruptcy strategies regarding ongoing
litigation, IP and tax matters
Sarah B. Boehm 2.10 hours at 400.00 per hour. \$840.00

11/11/08 E-mails with C. Dickerson, I. Fredericks, D.
Hayes, and D. Foley regarding case management
procedures and related issues and strategies
for second pleadings, applications, and other
motions for December 5, 2008 (1.5)
Daniel F. Blanks 1.50 hours at 350.00 per hour. \$525.00

11/12/08	Analyze issues regarding extensions of time under Bankruptcy Code and e-mails regarding same		
	Sarah B. Boehm .40 hours at 400.00 per hour.		\$160.00
11/13/08	Analyze prepetition litigation matters and issues regarding same		
	Sarah B. Boehm .70 hours at 400.00 per hour.		\$280.00
11/14/08	Revise draft letter from M. Swicegood to United States Consumer Products Safety Commission		
	Joseph S. Sheerin .40 hours at 400.00 per hour.		\$160.00
11/14/08	Draft and revise bar date motion and related pleadings and e-mails with I. Fredericks and D. Foley regarding strategies and related issues (1.2); multiple telephone conferences and e-mails with co-counsel regarding pleadings for filing on November 14, 2008 and related issues and analyze strategies regarding pleadings regarding same (.9)		
	Daniel F. Blanks 2.10 hours at 350.00 per hour.		\$735.00
11/14/08	Prepare for and participate in multiple meetings and conferences at the company regarding restructuring advice, procedures, and related issues analyze strategies regarding automatic stay, appeals, pending lawsuits, and other items		
	Daniel F. Blanks 6.10 hours at 350.00 per hour.		\$2,135.00
11/17/08	Analyze deadlines and strategies for December 5th omnibus hearing and multiple e-mails with professionals regarding same		
	Daniel F. Blanks .60 hours at 350.00 per hour.		\$210.00
11/18/08	Meet with H. Feller and D. Hayes regarding general case strategy and staffing		
	Robert L. Burrus Jr. .50 hours at 700.00 per hour.		\$350.00
11/18/08	E-mails with J. Oakey and I. Fredericks regarding claims trading motion and service and publication		
	Daniel F. Blanks .50 hours at 350.00 per hour.		\$175.00
11/19/08	E-mails and analysis with client and debtors professionals regarding authority and precedent involving management incentive plans approved in EDVA (.3)		
	Douglas M. Foley .30 hours at 525.00 per hour.		\$157.50

11/20/08 Analyze issues regarding scope of relief
granted in first day orders with respect
payment of certain prepetition claims and
e-mails and telephone conferences with client
regarding same (.7)
Douglas M. Foley .70 hours at 525.00 per hour. \$367.50

11/25/08 Multiple telephone conferences and e-mails with
I. Fredericks and other professionals regarding
pleadings, motions, and other documents and
analyze issues regarding same and December 5,
2008 omnibus hearing and strategies regarding
same
Daniel F. Blanks 1.90 hours at 350.00 per hour. \$665.00

11/28/08 Revise proposed order regarding expedited
regarding Panasonic 9019 and submit same to
chambers (.3); analyze strategies regarding
objections and hearing for December 5, 2008
(.5)
Daniel F. Blanks .80 hours at 350.00 per hour. \$280.00

11/29/08 Continue review and analysis of objections to
first day orders (1.6)
Douglas M. Foley 1.60 hours at 525.00 per hour. \$840.00

Timekeeper	Rate/HR	Hours	Fees
Robert L. Burrus Jr.	\$700.00	0.5	\$350.00
Douglas M. Foley	\$525.00	4.5	\$2,362.50
Joseph S. Sheerin	\$400.00	0.4	\$160.00
Sarah B. Boehm	\$400.00	3.2	\$1,280.00
Daniel F. Blanks	\$350.00	13.5	\$4,725.00
TOTAL FEES		22.1	\$8,877.50

Re: Corporate Governance
Our File No. 2055557-0040
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/19/08 Open and review mail addressed to lead director
(six letters substantive in varying degrees,
six letters routine advertisements/junk mail)
(.1 each - total 1.2); review policy
requirements for next steps (.2)
Jane Whitt Sellers 1.40 hours at 540.00 per hour. \$756.00

11/25/08 Prepare summary of director correspondence
reviewed per Board policy (.5); e-mail to J.
Oakley regarding same (.1)
Jane Whitt Sellers .60 hours at 540.00 per hour. \$324.00

Timekeeper	Rate/HR	Hours	Fees
Jane Whitt Sellers	\$540.00	2.0	\$1,080.00
TOTAL FEES		2.0	\$1,080.00

Re: Schedule and SOFAS
Our File No. 2055557-0050
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/12/08 Revise, finalize and file motion to extend time
to file schedules and multiple calls and
e-mails regarding same
Sarah B. Boehm .90 hours at 400.00 per hour. \$360.00

11/12/08 Draft and revise motion to extend time to file
schedules and e-mails with I. Fredericks
regarding same and research issues regarding
same
Daniel F. Blanks .80 hours at 350.00 per hour. \$280.00

11/13/08 Review and revise motion to extend time to file
schedules and e-mails regarding same (.6)
Douglas M. Foley .60 hours at 525.00 per hour. \$315.00

11/13/08 Draft, finalize and file notice of motion to
extend time to file schedules and e-mails with
KCC regarding service of motion and notice
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

11/26/08 Telephone conferences and e-mails with client
and debtors professionals regarding beginning
preparation of schedules and SAFAs and notice
party lists including Attorney General's and
divisions of unclaimed properties relating to
rebate checks (.6)
Douglas M. Foley .60 hours at 525.00 per hour. \$315.00

11/28/08 Telephone conference and e-mails with client
regarding unclaimed property claims for
schedules and SOFAs and analyzed issues
regarding same (.4)
Douglas M. Foley .40 hours at 525.00 per hour. \$210.00

11/28/08 Assist with preparation of schedules regarding
unclaimed property issues
David E. Finkelson .20 hours at 410.00 per hour. \$82.00

11/29/08 E-mails regarding scheduling certain states,
attorney generals and unclaimed property
divisions relating to unclaimed property and
rebate checks (.4)
Douglas M. Foley .40 hours at 525.00 per hour. \$210.00

11/29/08 Assist with preparation of schedules regarding
unclaimed property issues
David E. Finkelson .10 hours at 410.00 per hour. \$41.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$525.00	2.0	\$1,050.00
David E. Finkelson	\$410.00	0.3	\$123.00
Sarah B. Boehm	\$400.00	1.2	\$480.00
Daniel F. Blanks	\$350.00	0.8	\$280.00
		<hr/>	<hr/>
TOTAL FEES		4.3	\$1,933.00

Re: Monthly Operating Reports
Our File No. 2055557-0060
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/19/08 E-mails regarding timing of filing monthly
operating reports
Sarah B. Boehm .10 hours at 400.00 per hour. \$40.00

11/20/08 E-mails regarding monthly operating reports and
telephone call to J. Turner regarding same
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Sarah B. Boehm	\$400.00	0.4	\$160.00
		<hr/>	<hr/>
TOTAL FEES		0.4	\$160.00

Re: Professional Retention/Fee Applications
Our File No. 2055557-0070
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/11/08 Begin review, revise and analysis of professional fee applications, disclosure issues and analyzed issues regarding same (.9); e-mail and telephone conferences with debtors professionals regarding same (.6)
Douglas M. Foley 1.50 hours at 525.00 per hour. \$787.50

11/11/08 Analyze reports regarding connections to be disclosed in Hayes declaration to McGuireWoods' employment application
Sarah B. Boehm 2.60 hours at 400.00 per hour. \$1,040.00

11/11/08 Continue review conflicts reports and drafting McGuireWoods employment application (.6); e-mails with Skadden, Kirkland, and KPMG regarding employment applications (.6)
Daniel F. Blanks 1.20 hours at 350.00 per hour. \$420.00

11/12/08 Review draft employment applications
Dion W. Hayes 1.10 hours at 525.00 per hour. \$577.50

11/12/08 Multiple e-mails regarding McGuireWoods employment application and analyze issues regarding same
Sarah B. Boehm .40 hours at 400.00 per hour. \$160.00

11/13/08 Continue review and revise of employment application and e-mails with debtors professionals regarding same (1.1)
Douglas M. Foley 1.10 hours at 525.00 per hour. \$577.50

11/13/08 Continue to analyze connections for disclosure in McGuireWoods employment application (1.8); review various professionals' employment applications and e-mails regarding same (.4)
Sarah B. Boehm 2.20 hours at 400.00 per hour. \$880.00

11/13/08 E-mails and telephone conferences with I. Fredericks regarding ordinary course professional issues (.5); continue draft and revise McGuireWoods employment application and review material regarding same (.6); telephone conference with I. Fredericks regarding indemnification and other issues in employment applications (.5); review and analyze Kirkland, FTI, and Rothschild's employment application and e-mails regarding same and research issues regarding same (1.8)
Daniel F. Blanks 3.40 hours at 350.00 per hour. \$1,190.00

11/14/08	Continue to analyze connections for disclosure in McGuireWoods employment application (.5); review multiple professionals employment applications and e-mails regarding same (.3) Sarah B. Boehm .80 hours at 400.00 per hour.	\$320.00
11/14/08	Continue reviewing and analyzing conflict reports and updating and revising employment application Daniel F. Blanks .70 hours at 350.00 per hour.	\$245.00
11/16/08	Review and revise employment papers and e-mails with debtors professionals regarding same (.9) Douglas M. Foley .90 hours at 525.00 per hour.	\$472.50
11/16/08	Continue to analyze connections to be disclosed in declaration to McGuireWoods' employment application and e-mails regarding same (1.3); prepare employment applications for signature by B. Besanko (.3) Sarah B. Boehm 1.60 hours at 400.00 per hour.	\$640.00
11/16/08	Continue revise McGuireWoods employment application and review connections regarding same Daniel F. Blanks .50 hours at 350.00 per hour.	\$175.00
11/17/08	Review and revise draft employment application Dion W. Hayes 1.00 hours at 525.00 per hour.	\$525.00
11/17/08	Review professional employment applications (.8); e-mails and telephone conference with debtors professionals and United States Trustee regarding same (.6) Douglas M. Foley 1.40 hours at 525.00 per hour.	\$735.00
11/17/08	Analyze and revise McGuireWoods employment application and related exhibits and multiple calls regarding same (.3); review draft employment applications and multiple calls and e-mails with professionals regarding filing employment applications for FTI, E&Y, Kirkland, Skadden and Rothschild (.8); multiple calls and e-mails with F. Telegadas and D. Ramsay regarding signature pages for all employment applications (.3) Sarah B. Boehm 1.40 hours at 400.00 per hour.	\$560.00

11/17/08 Continue draft, revise, and prepare McGuireWoods employment application and multiple e-mails with D. Hayes, D. Foley, and S. Boehm regarding same (.9); multiple e-mails and telephone conferences with I. Fredericks regarding filing employment applications and related issues and revise same (1.8); research issues regarding section 328 and related issues and e-mails with I. Fredericks regarding same (1.3)
Daniel F. Blanks 4.00 hours at 350.00 per hour. \$1,400.00

11/18/08 Review and finalize employment applications for professionals and e-mails and telephone conferences with professionals regarding same and analyzed issues regarding same (1.9)
Douglas M. Foley 1.90 hours at 525.00 per hour. \$997.50

11/18/08 Draft, review, finalize and file employment applications and notices thereof (1.6); draft attorney fee disclosure and e-mails regarding same (.3)
Sarah B. Boehm 1.90 hours at 400.00 per hour. \$760.00

11/18/08 Continue drafting, revising, and filing McGuireWoods employment application and review and analyze multiple documents regarding same (1.2); review, analyze, revise, and file other professionals employment applications and multiple e-mails and telephone conferences with parties regarding same and file notices regarding same (3.9)
Daniel F. Blanks 5.10 hours at 350.00 per hour. \$1,785.00

11/19/08 E-mails and analysis with client regarding finalizing filing professional employment applications for debtors counsel and telephone call to United States Trustee regarding same (.3)
Douglas M. Foley .30 hours at 525.00 per hour. \$157.50

11/19/08 Finalize and file McGuireWoods attorney compensation disclosure (.3); e-mails regarding attorney compensation disclosure forms and Skadden employment application (.3)
Sarah B. Boehm .60 hours at 400.00 per hour. \$240.00

11/20/08 Draft, review, file employment applications for debtors professionals and e-mails with client and co-counsel regarding same (.9); telephone conference with United States Trustee regarding same and analyzed potential issues regarding same (.4)
Douglas M. Foley 1.30 hours at 525.00 per hour. \$682.50

11/20/08 Draft notice, finalize and file Skadden employment application and e-mails regarding same
Sarah B. Boehm 1.20 hours at 400.00 per hour. \$480.00

11/20/08 E-mails and telephone conferences with Skadden regarding Skadden's employment application and related issues (.4); telephone conference with United States Trustee regarding retention applications, objections, and related issues (.8)
Daniel F. Blanks 1.20 hours at 350.00 per hour. \$420.00

11/21/08 Review and revise and analyze interim compensation motion and order and e-mails with client and co-counsel regarding same (.4)
Douglas M. Foley .40 hours at 525.00 per hour. \$210.00

11/25/08 Review, analyze, revise, and file interim compensation motion and multiple telephone conferences and e-mails with I. Fredericks regarding same
Daniel F. Blanks 1.40 hours at 350.00 per hour. \$490.00

11/26/08 E-mails with K&E regarding hearing on retention applications
Sarah B. Boehm .20 hours at 400.00 per hour. \$80.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Dion W. Hayes	\$525.00	2.1	\$1,102.50
Douglas M. Foley	\$525.00	8.8	\$4,620.00
Sarah B. Boehm	\$400.00	12.9	\$5,160.00
Daniel F. Blanks	\$350.00	17.5	\$6,125.00
TOTAL FEES		41.3	\$17,007.50

Re: Creditors Committee
Our File No. 2055557-0080
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/11/08 Meeting with corporate counsel regarding scope
and effect of automatic stay on various matters
including litigation matters and timing of
filing suggestions in bankruptcy (.6)
Douglas M. Foley .60 hours at 525.00 per hour. \$315.00

11/12/08 Analyze appointment of committee and multiple
calls and e-mails regarding same
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

11/13/08 Review creditors committee appointment and
e-mails with United States Trustee, client and
debtors professionals regarding same (.4)
Douglas M. Foley .40 hours at 525.00 per hour. \$210.00

11/18/08 E-mails with debtors professionals regarding
information for creditors committee meeting
relating to first day motions, including DIP
issues (.3)
Douglas M. Foley .30 hours at 525.00 per hour. \$157.50

11/19/08 E-mails with I. Fredericks regarding committee
confidentiality motion and research issues
regarding precedent and related issues
Daniel F. Blanks 1.10 hours at 350.00 per hour. \$385.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$525.00	1.3	\$682.50
Sarah B. Boehm	\$400.00	0.3	\$120.00
Daniel F. Blanks	\$350.00	1.1	\$385.00
TOTAL FEES		2.7	\$1,187.50

Re: Automatic Stay
Our File No. 2055557-0090
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/18/08 Review and revise responsive correspondence to
creditors regarding application of automatic
stay to collection activities (.4)
Douglas M. Foley .40 hours at 525.00 per hour. \$210.00

11/18/08 Draft settlement letter to claimant regarding
possible violation of the automatic stay and
resolution of customer claims
Daniel F. Blanks .70 hours at 350.00 per hour. \$245.00

11/21/08	Conduct research regarding ability of corporation to recover damages for violation of automatic stay Joseph S. Sheerin .30 hours at 400.00 per hour.	\$120.00
11/24/08	Revise automatic stay violation letter and e-mails regarding same Sarah B. Boehm .40 hours at 400.00 per hour.	\$160.00
11/25/08	Correspondence from counsel for personal injury claimant and e-mails regarding motion for relief from stay regarding same Sarah B. Boehm .30 hours at 400.00 per hour.	\$120.00
11/26/08	Begin review of lift stay motions and e-mails with client, opposing counsel and debtors professionals regarding same (.4) Douglas M. Foley .40 hours at 525.00 per hour.	\$210.00
11/26/08	Multiple calls and e-mails regarding Funches motion for relief and expedited hearing Sarah B. Boehm .40 hours at 400.00 per hour.	\$160.00
11/26/08	E-mails with claimants regarding request for consensual relief from stay and related issues and e-mails with professionals regarding same (.5); review and analyze motion for relief from stay and request for expedited hearing (.3) Daniel F. Blanks .80 hours at 350.00 per hour.	\$280.00
11/28/08	E-mails with client and debtors professionals and committee professionals regarding Funches motion for relief from stay and review and analyzed same and possible opposition to same (.3); e-mails regarding relief from stay stipulation to approve pending settlement agreement (.2) Douglas M. Foley .50 hours at 525.00 per hour.	\$262.50
11/29/08	Continued review and analysis of motion for relief from stay filed by Funches plaintiffs, possible opposition regarding same and review of docket regarding same (.6) Douglas M. Foley .60 hours at 525.00 per hour.	\$315.00
11/30/08	Review and analyzed issues relating to motions for relief from stay and opposition to same (.8) Douglas M. Foley .80 hours at 525.00 per hour.	\$420.00

11/30/08 Analyze issues and multiple e-mails regarding
Funches lift stay motion
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$525.00	2.7	\$1,417.50
Joseph S. Sheerin	\$400.00	0.3	\$120.00
Sarah B. Boehm	\$400.00	1.4	\$560.00
Daniel F. Blanks	\$350.00	1.5	\$525.00
TOTAL FEES		5.9	\$2,622.50

Re: Employment and Compensation
Our File No. 2055557-0120
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/12/08 Review and analyze worker's compensation order
and other pleadings regarding executive
compensation
Daniel F. Blanks .50 hours at 350.00 per hour. \$175.00

Timekeeper	Rate/HR	Hours	Fees
Daniel F. Blanks	\$350.00	0.5	\$175.00
TOTAL FEES		0.5	\$175.00

Re: Litigation
Our File No. 2055557-0150
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/10/08 Mad Rhino - Telephone conference with P. Glick
regarding settlement conference
Howard Feller .10 hours at 545.00 per hour. \$54.50

11/10/08 Ads John Hilgenberg: review news article and
e-mails to M. Lipkowitz regarding bankruptcy
filing and next steps
Ava E. Lias-Booker .60 hours at 550.00 per hour. \$330.00

11/10/08 Review report from Consumer Protection Safety
Commission and communications with M. Roberts
regarding same
Martha J. Swicegood .50 hours at 335.00 per hour. \$167.50

11/10/08 Circuit City/Hilgenberg: develop strategy for
class action going forward pursuant to 11/10
Chapter 11
Michelle N. Lipkowitz .60 hours at 350.00 per hour. \$210.00

11/11/08 Mad Rhino - Draft e-mail to P. Glick regarding
notice to court (.1); sent suggestion of
bankruptcy form to P. Glick (.1)
Howard Feller .20 hours at 545.00 per hour. \$109.00

11/11/08 Planning and strategizing for reorganization
issues
Martha J. Swicegood 1.20 hours at 335.00 per hour. \$402.00

11/11/08 Hilgenberg: litigation planning regarding
reorganization issues and conference with
expert and R. Knoth regarding same
Michelle N. Lipkowitz 1.70 hours at 350.00 per hour. \$595.00

11/12/08 Temple - Draft suggestion of bankruptcy notice
Howard Feller .10 hours at 545.00 per hour. \$54.50

11/12/08 Meeting at company with litigation inhouse
attorneys regarding various litigation matters
Dion W. Hayes 1.60 hours at 525.00 per hour. \$840.00

11/12/08 Several telephone conferences and e-mails
regarding preparation to respond to possible
TRO litigation from consignment vendors
including Panasonic and begin research and
drafting responses to same and analyzed issues
regarding same (1.8)
Douglas M. Foley 1.80 hours at 525.00 per hour. \$945.00

11/12/08 Temple case: prepare and file bankruptcy
notices (1.7)
J. Brent Justus 1.70 hours at 375.00 per hour. \$637.50

11/13/08 SRAM - Analysis regarding document hold
obligations (.1); LCD - Analysis regarding
subpoena responses (.1)
Howard Feller .20 hours at 545.00 per hour. \$109.00

11/13/08 Telephone conferences and e-mails from clients
regarding prepetition litigation matters
Dion W. Hayes 1.50 hours at 525.00 per hour. \$787.50

11/13/08 Analyzed issues relating to possible Panasonic TRO and consignment agreement and begin drafting response to same (2.3); e-mails with client and debtors professionals regarding same (.6)
Douglas M. Foley 2.90 hours at 525.00 per hour. \$1,522.50

11/13/08 E-mails with D. Hayes regarding resolution of Daddy Yankee copyright litigation (.1); consider issues regarding need for suggestion in bankruptcy for Daddy Yankee copyright litigation (.3); telephone conference with F. Telegadas regarding Daddy Yankee settlement agreement (.1)
Robert M. Tyler .50 hours at 435.00 per hour. \$217.50

11/13/08 E-mails regarding potential TRO from Panasonic (.2); review letter (.2); review consignment agreement (.9); review memorandum regarding legal issues (.5); review agency agreement (.4); attention to potential legal issues on TRO (1.1); conference call regarding potential TRO (.3); conference call regarding status (.2); e-mails regarding status (.2)
Robert L. Hodges 4.00 hours at 460.00 per hour. \$1,840.00

11/13/08 Hilgenberg - Draft and file suggestion of bankruptcy and serve same on Plaintiffs' counsel
Michelle N. Lipkowitz .60 hours at 350.00 per hour. \$210.00

11/13/08 Communicate with client and counsel regarding strategy and negotiations related to production of information and documents responsive to third party subpoena in LCD litigation (.2); communicate with client and counsel regarding strategy and negotiations related to production of information and documents responsive to third party subpoena in SRAM litigation (.3); analyze issue of document hold in LCD litigation with respect to documents and information contained on machines utilized by prior employees and potential for liability related to their disposal (.2); analyze issue of document hold in SRAM litigation with respect to documents and information contained on machines utilized by prior employees and potential for liability related to their disposal (.2)
Michelle M. Christian .90 hours at 285.00 per hour. \$256.50

11/13/08	Research issues regarding response to a temporary restraining order to be filed by Panasonic (4.4); telephone calls with D. Foley, B. Hodges, and C. Stallter regarding research and responsibilities (.4) Bryan A. Stark 4.80 hours at 295.00 per hour.	\$1,416.00
11/14/08	InComm - Review and analysis of InComm contract Howard Feller .10 hours at 545.00 per hour.	\$54.50
11/14/08	Answer litigation questions for company Dion W. Hayes 1.50 hours at 525.00 per hour.	\$787.50
11/14/08	Telephone call with M. Roberts; draft letter to CPSC Martha J. Swicegood .40 hours at 335.00 per hour.	\$134.00
11/14/08	File notice of filing, suggestions of bankruptcy and notice of operation of automatic stay - Case No. (08 CH 24851) Gilbert V. Razo Jr. .40 hours at 75.00 per hour.	\$30.00
11/16/08	InCom: review of Gift Card Distribution Agreement and analysis of legal rights against InComm (.4); Mad Rhino: review e-mail from plaintiff's attorney (.1) Howard Feller .50 hours at 545.00 per hour.	\$272.50
11/17/08	Mad Rhino - Review notice from court (.1); InComm - Analysis of legal issues regarding contract termination (.1); telephone conference with M. Roberts regarding InComm (.1) Howard Feller .30 hours at 545.00 per hour.	\$163.50
11/17/08	Review fee petition in NFB v. Target (.3); telephone conference with F. Telegadas regarding Daddy Yankee copyright infringement settlement agreement (.1); e-mails with D. Blanks regarding ability to execute Daddy Yankee copyright infringement settlement agreement (.1) Robert M. Tyler .50 hours at 435.00 per hour.	\$217.50
11/17/08	LCD Third Party Subpoena - Analyze purchase and sales data in preparation for production in response to third party subpoena Michelle M. Christian .20 hours at 285.00 per hour.	\$57.00
11/18/08	LCD case - Analysis regarding impact of document hold Howard Feller .20 hours at 545.00 per hour.	\$109.00

11/18/08 E-mail to F. Telegadas regarding status and analysis of NFB v. Target settlement and fee petition (.2); e-mails with D. Blanks regarding settlement agreement (.2); e-mails with F. Telegadas regarding Daddy Yankee settlement agreement (.2)
Robert M. Tyler .60 hours at 435.00 per hour. \$261.00

11/18/08 E-mail exchange with M. Roberts regarding CPSC investigation and issues
Martha J. Swicegood .10 hours at 335.00 per hour. \$33.50

11/18/08 LCD third party subpoena - Communicate with H. Feller regarding re-production of laptop purchase and sales data in response to third party subpoena (.3); LCD third party subpoena - Communicate with tech group (W. Bailey) regarding strategy related to extraction of laptop purchase and sales data for re-production in response to third party subpoena
Michelle M. Christian .50 hours at 285.00 per hour. \$142.50

11/19/08 SRAM litigation: communicate with counsel for Plaintiffs regarding production in response to third party subpoena (.1); LCD litigation: : communicate with counsel for Plaintiffs regarding production in response to third party subpoena (.1)
Michelle M. Christian .20 hours at 285.00 per hour. \$57.00

11/21/08 Review and analysis regarding document hold issue for various cases (.2); review e-mail from M. Roberts regarding document hold (.1); organized document production for creditors committee litigation (.4)
Howard Feller .70 hours at 545.00 per hour. \$381.50

11/21/08 Review and analyze committee discovery and several telephone conferences and e-mails with client and co-counsel regarding strategy, timing and scope of responses and objections and coordination of document production (3.2); telephone conference with opposing counsel regarding same and follow-up meeting to narrow scope (.3)
Douglas M. Foley 3.50 hours at 525.00 per hour. \$1,837.50

11/21/08 E-mails with F. Telegadas regarding Lopez settlement agreement
Robert M. Tyler .10 hours at 435.00 per hour. \$43.50

11/21/08	Receipt and review of DIP litigation discovery and begin planning the collection Anne Bentley McCray 2.30 hours at 425.00 per hour.	\$977.50
11/21/08	LCD and SRAM third party subpoenas - Communicate with bankruptcy team and client regarding strategy related to laptops of laid off employees with respect to existing litigation document holds (.6); Creditors Committee Litigation - Analyze documents requests served on Circuit City (.4) and communicate with bankruptcy counsel and A. McCray regarding document collection and review (2.4) Michelle M. Christian 3.40 hours at 285.00 per hour.	\$969.00
11/21/08	Conference and meeting with A. McCray and M. Christian regarding discovery request and prepare for collection Gloria K. Dagrosa 2.50 hours at 200.00 per hour.	\$500.00
11/22/08	Telephone conference with client regarding production strategy for UCC discovery on DIP litigation (.4) Douglas M. Foley .40 hours at 525.00 per hour.	\$210.00
11/22/08	Calls regarding planning for document collection and review regarding DIP litigation discovery Anne Bentley McCray 1.50 hours at 425.00 per hour.	\$637.50
11/22/08	Review discovery request and prepare collection forms and procedures Gloria K. Dagrosa 4.30 hours at 200.00 per hour.	\$860.00
11/22/08	Circuit City case: prepare and organize documents for document collection (3.5) Circuit City case: prepare supply box for document collection (1.0) Kathryn C. Morrison 4.50 hours at 75.00 per hour.	\$337.50
11/23/08	Creditors Committee Litigation - Prepare interview memorandum (.8) Michelle M. Christian .80 hours at 285.00 per hour.	\$228.00

11/24/08 Telephone conference with committee counsel to discuss scope and timing of document production in light of standstill agreement and analyzed protocols regarding same and universe of custodians of responsive documents (1.6); e-mails and telephone conferences with client and co-counsel regarding same (.3)
Douglas M. Foley 1.90 hours at 525.00 per hour. \$997.50

11/24/08 Prepare for and participate in telephone conference with parties regarding pending litigation and discovery regarding DIP and committee
Daniel F. Blanks 1.30 hours at 350.00 per hour. \$455.00

11/24/08 Creditors Committee Litigation: incorporate revisions to interview memorandum (.5); Creditors Committee Litigation: communicate with A. McCray regarding strategy related to interview memorandum (.3); Creditors Committee Litigation: conduct interviews of Circuit City custodians at Circuit City headquarters, collect documents (5.1)
Michelle M. Christian 5.90 hours at 285.00 per hour. \$1,681.50

11/24/08 Prepare for interviews and document collection; assist with interviews (5.0); e-mails with A. McCray regarding same (.8)
Gloria K. Dagrosa 5.80 hours at 200.00 per hour. \$1,160.00

11/24/08 Circuit City case: prepare materials for document collection (.3)
Kathryn C. Morrison .30 hours at 75.00 per hour. \$22.50

11/25/08 Mad Rhino - Draft e-mail to M. Roberts
Howard Feller .10 hours at 545.00 per hour. \$54.50

11/25/08 Several telephone conferences and e-mails regarding committee discovery and protocol regarding potential DIP litigation (1.4); review and revise litigation hold letter regarding same (.6)
Douglas M. Foley 2.00 hours at 525.00 per hour. \$1,050.00

11/25/08 Document collection regarding DIP litigation (2.3); follow-up regarding same (1.4)
Anne Bentley McCray 3.70 hours at 425.00 per hour. \$1,572.50

11/25/08 Creditors Committee Litigation: conduct
interviews of Circuit City custodians at
Circuit City headquarters, collect documents
(7.8)
Michelle M. Christian 7.80 hours at 285.00 per hour. \$2,223.00

11/25/08 Assist with document collection regarding DIP
litigation
Margaret E. Dylak 2.70 hours at 145.00 per hour. \$391.50

11/25/08 Prepare supplies for document collection
regarding DIP litigation
Margaret E. Dylak .20 hours at 145.00 per hour. \$29.00

11/25/08 Assist with document collection regarding DIP
litigation
Emily S. Conway 2.80 hours at 75.00 per hour. \$210.00

11/25/08 Indexing documents collected from M. Mosier, L.
Baldyga and M. Foster regarding DIP litigation
Emily S. Conway 1.40 hours at 75.00 per hour. \$105.00

11/26/08 Several telephone conferences and e-mails with
debtors professionals and client regarding
protocol for responding to committee's document
request, scope of litigation holds, and
analyzed issues regarding same (2.3)
Douglas M. Foley 2.30 hours at 525.00 per hour. \$1,207.50

11/26/08 Work on document collection issues; call with
Kirkland and Ellis; call with client's IT
department
Anne Bentley McCray 1.50 hours at 425.00 per hour. \$637.50

11/26/08 E-mails with F. Telegadas regarding IP
litigation and retention of professionals as
OCP and other strategies regarding same and
e-mails with D. Foley and D. Hayes regarding
same (3.7); analyze issues regarding release
co-defendants in clean floor litigation and
e-mails with D. Hayes and S. Boehm regarding
same (.5)
Daniel F. Blanks 1.20 hours at 350.00 per hour. \$420.00

11/26/08 Creditors Committee Litigation: conduct
interviews of Circuit City custodians at
Circuit City headquarters, collect documents
(3.9)
Michelle M. Christian 3.90 hours at 285.00 per hour. \$1,111.50

11/26/08 Correspondence with M. Christian regarding document collection regarding DIP litigation Margaret E. Dylak .10 hours at 145.00 per hour. \$14.50

11/26/08 Index and prepare documents for reproduction regarding DIP litigation Margaret E. Dylak 1.10 hours at 145.00 per hour. \$159.50

11/26/08 Prepare supplies for document collection regarding DIP litigation Margaret E. Dylak .30 hours at 145.00 per hour. \$43.50

11/26/08 Assist with document collection regarding DIP litigation Margaret E. Dylak 2.30 hours at 145.00 per hour. \$333.50

11/26/08 Index collected boxes regarding DIP litigation (4.8) Kathryn C. Morrison 4.80 hours at 75.00 per hour. \$360.00

11/30/08 E-mails regarding status of DIP litigation with committee and discovery issues and document production protocol (.3) Douglas M. Foley .30 hours at 525.00 per hour. \$157.50

Timekeeper	Rate/HR	Hours	Fees
Ava E. Lias-Booker	\$550.00	0.6	\$330.00
Howard Feller	\$545.00	2.5	\$1,362.50
Dion W. Hayes	\$525.00	4.6	\$2,415.00
Douglas M. Foley	\$525.00	15.1	\$7,927.50
Robert L. Hodges	\$460.00	4.0	\$1,840.00
Robert M. Tyler	\$435.00	1.7	\$739.50
Anne Bentley McCray	\$425.00	9.0	\$3,825.00
J. Brent Justus	\$375.00	1.7	\$637.50
Daniel F. Blanks	\$350.00	2.5	\$875.00
Michelle N. Lipkowitz	\$350.00	2.9	\$1,015.00
Martha J. Swicegood	\$335.00	2.2	\$737.00
Bryan A. Stark	\$295.00	4.8	\$1,416.00
Michelle M. Christian	\$285.00	23.6	\$6,726.00
Gloria K. Dagrosa	\$200.00	12.6	\$2,520.00
Margaret E. Dylak	\$145.00	6.7	\$971.50
Emily S. Conway	\$75.00	4.2	\$315.00
Gilbert V. Razo Jr.	\$75.00	0.4	\$30.00
Kathryn C. Morrison	\$75.00	9.6	\$720.00
TOTAL FEES		108.7	\$34,402.50

Re: Vendor Matters
Our File No. 2055557-0170
Circuit City ContactR. Hedgebeth
McGuireWoods ContactD. Hayes

11/11/08	E-mails and telephone calls with clients regarding various vendor issues Dion W. Hayes 2.10 hours at 525.00 per hour.	\$1,102.50
11/11/08	Several telephone conferences with vendors and counsel for vendors regarding payments for shipped goods, and status of critical vendor relief (1.4) Douglas M. Foley 1.40 hours at 525.00 per hour.	\$735.00
11/12/08	Meeting at company with gift card department (1.0); e-mails and telephone calls with vendors or their counsel regarding various vendor issues (1.1) Dion W. Hayes 2.10 hours at 525.00 per hour.	\$1,102.50
11/13/08	Telephone conferences and e-mails from vendors or their counsel (1.1); review new vendor filings in case (.8) Dion W. Hayes 1.90 hours at 525.00 per hour.	\$997.50
11/14/08	E-mails regarding status of possible litigation by vendors, including consignment issues (.3) Douglas M. Foley .30 hours at 525.00 per hour.	\$157.50
11/18/08	Analysis regarding various vendor issues for company (1.5); e-mails and calls with Skadden regarding same (1.5) Dion W. Hayes 3.00 hours at 525.00 per hour.	\$1,575.00
11/20/08	E-mails regarding Panasonic settlement (.2); analyze and revise motion and proposed order regarding Panasonic (.4) Sarah B. Boehm .60 hours at 400.00 per hour.	\$240.00
11/21/08	Several telephone conferences and e-mails with creditors' counsel, client and co-counsel regarding vendor matters and issues (.3) Douglas M. Foley .30 hours at 525.00 per hour.	\$157.50
11/26/08	Review, revise, analyze pleadings relating to 9019 motion with Panasonic (.4) Douglas M. Foley .40 hours at 525.00 per hour.	\$210.00

11/26/08 Draft, revise, and file motion for expedited hearing regarding compromise and settlement with Panasonic and revise and file motion to approve settlement with Panasonic and multiple telephone conferences with I. Fredericks regarding same
Daniel F. Blanks 2.60 hours at 350.00 per hour. \$910.00

Timekeeper	Rate/HR	Hours	Fees
Dion W. Hayes	\$525.00	9.1	\$4,777.50
Douglas M. Foley	\$525.00	2.4	\$1,260.00
Sarah B. Boehm	\$400.00	0.6	\$240.00
Daniel F. Blanks	\$350.00	2.6	\$910.00
TOTAL FEES		14.7	\$7,187.50

Re: Real Estate
Our File No. 2055557-0180
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/11/08 Analyze bankruptcy issues and impact on real estate related projects
Edmund S. Pittman 1.60 hours at 400.00 per hour. \$640.00

11/11/08 Analyze rent default notices and e-mail same to D. Miller
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

11/12/08 Review rent default notices and e-mail same to D. Miller
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

11/12/08 Multiple telephone calls and e-mails with landlords and related issues regarding lease issues and e-mails with K. Grant regarding same
Daniel F. Blanks .90 hours at 350.00 per hour. \$315.00

11/12/08 Research issues regarding 365(d)(4) extension and Virginia precedent and e-mails with co-counsel regarding same
Daniel F. Blanks 1.10 hours at 350.00 per hour. \$385.00

11/13/08 Several telephone conferences with landlords and landlord's counsel and subtenants representatives regarding first day lease rejection motion, and objection period, and e-mails with client and co-counsel regarding same (1.9)
Douglas M. Foley 1.90 hours at 525.00 per hour. \$997.50

11/14/08 Several telephone conferences and e-mails with client, co-counsel, landlords and subtenants regarding status of first day lease rejection motion and issues relating to timing of rejection and payment of rent and analyzed issues regarding same (2.4)
Douglas M. Foley 2.40 hours at 525.00 per hour. \$1,260.00

11/16/08 Review and analyze multiple correspondence regarding landlord issues and e-mails to K. Grant regarding same
Daniel F. Blanks 1.30 hours at 350.00 per hour. \$455.00

11/17/08 Several telephone conferences and e-mails with landlord counsel, and subtenant counsel, and debtors professionals regarding lease and sublease issues and rejection order (1.9)
Douglas M. Foley 1.90 hours at 525.00 per hour. \$997.50

11/17/08 Multiple telephone conferences and correspondence from landlords and e-mails with K. Grant regarding same
Daniel F. Blanks .80 hours at 350.00 per hour. \$280.00

11/18/08 E-mails and telephone conferences with landlords counsel regarding real estate issue and lease and lease issue (.8)
Douglas M. Foley .80 hours at 525.00 per hour. \$420.00

11/19/08 Several telephone conferences with landlord's counsel regarding issues relating to intentions on various properties, first day order on lease rejections, and timing of payment of rent and additional rent obligations (1.3)
Douglas M. Foley 1.30 hours at 525.00 per hour. \$682.50

11/19/08 Analyze objections to lease rejection and store closing orders and e-mails regarding same
Sarah B. Boehm .40 hours at 400.00 per hour. \$160.00

11/20/08 Several telephone conferences and e-mails with landlords, landlords' counsel, client and co-counsel regarding resolution of possible objections to first day orders regarding agency agreement and rejections (1.2); review, draft, revise filed motion for extension of time to assume or reject leases for open stores and analyzed issues regarding same (0.8); begin review of filed objections relating to real estate issues (.3)
Douglas M. Foley 2.30 hours at 525.00 per hour. \$1,207.50

11/20/08 Review multiple objections to lease rejection and store closing orders (.6); draft, review, finalize and file motion to extend 365(d) (4) deadline and notice of hearing (1.5)
Sarah B. Boehm 2.10 hours at 400.00 per hour. \$840.00

11/21/08 Several telephone conferences and e-mails with landlords' counsel, and co-counsel regarding rent issues and first day relief (.4); continued review of objections by landlords for first day relief (.3)
Douglas M. Foley .70 hours at 525.00 per hour. \$367.50

11/21/08 Multiple calls from landlords and counsel regarding rejection and store closing (.6); analyze objections and motions to compel payment of rent (.6)
Sarah B. Boehm 1.20 hours at 400.00 per hour. \$480.00

11/24/08 E-mails and telephone conferences with landlords counsel regarding first day relief and payment of rent and continued review of objections regarding same (.8)
Douglas M. Foley .80 hours at 525.00 per hour. \$420.00

11/24/08 (Orlando Sublease) telephone call from D. Miller (.1); review e-mails from D. Miller regarding business terms of sublease and related matters (.3)
Edmund S. Pittman .40 hours at 400.00 per hour. \$160.00

11/24/08 Conference with working group (1.0); review lease and sublease documents (.3)
Scott Lawrence Weber 1.30 hours at 310.00 per hour. \$403.00

11/25/08 Several telephone conferences and e-mails with
landlords and landlord's counsel regarding
payment of post-petition rent and objections to
first day relief and begin review of objections
regarding same (.9)
Douglas M. Foley .90 hours at 525.00 per hour. \$472.50

11/25/08 Review and considered issues related to
sublease of space in Orlando, FL Distribution
Center
Edmund S. Pittman .20 hours at 400.00 per hour. \$80.00

11/25/08 Review lease and sublease materials (.4);
consideration of open lease issues and
questions for client (.2); calls and e-mails to
and from client (.1)
Scott Lawrence Weber .70 hours at 310.00 per hour. \$217.00

11/25/08 Review, analyze, revise, and file motion to
auction certain leases and bid procedures
regarding same and multiple telephone
conferences and e-mails with I. Fredericks
regarding same and draft, revise, and file
various notices regarding same
Daniel F. Blanks 2.20 hours at 350.00 per hour. \$770.00

11/26/08 Several telephone conferences and e-mails with
landlords counsel and debtors professionals
regarding issues raised in objections, timing
of rent payments, and issues for hearing on
December 5th (1.4)
Douglas M. Foley 1.40 hours at 525.00 per hour. \$735.00

11/26/08 Review lease materials (.4); calls to and from
clients (.2)
Scott Lawrence Weber .60 hours at 310.00 per hour. \$186.00

11/28/08 Several telephone conferences and e-mails with
landlords counsel and co-counsel and debtors
professionals regarding status of certain real
estate leases and responses to objection to
first day relief (.8)
Douglas M. Foley .80 hours at 525.00 per hour. \$420.00

11/30/08 E-mails regarding corrections to lease
procedures motion and analyzed issues regarding
same (.3)
Douglas M. Foley .30 hours at 525.00 per hour. \$157.50

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Douglas M. Foley	\$525.00	15.5	\$8,137.50
Edmund S. Pittman	\$400.00	2.2	\$880.00

Sarah B. Boehm	\$400.00	4.3	\$1,720.00
Daniel F. Blanks	\$350.00	6.3	\$2,205.00
Scott Lawrence Weber	\$310.00	2.6	\$806.00
TOTAL FEES		30.9	\$13,748.50

Re: Financing

Our File No. 2055557-0190
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/12/08 Draft, revise and file DIP financing notices and related items and multiple e-mails with I. Fredericks regarding same
Daniel F. Blanks .80 hours at 350.00 per hour. \$280.00

11/18/08 Research and e-mails regarding fee letters regarding DIP financing
Sarah B. Boehm .40 hours at 400.00 per hour. \$160.00

11/24/08 Multiple calls and e-mails with counsel to DIP lender and Kirkland regarding interim order (.3); multiple calls and e-mails regarding final DIP hearing (.3)
Sarah B. Boehm .60 hours at 400.00 per hour. \$240.00

11/26/08 Revise and file executed DIP terms and notices and multiple e-mails with I. Fredericks and KCC regarding service and related issues
Daniel F. Blanks 1.70 hours at 350.00 per hour. \$595.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Sarah B. Boehm	\$400.00	1.0	\$400.00
Daniel F. Blanks	\$350.00	2.5	\$875.00
TOTAL FEES		3.5	\$1,275.00

Re: Reclamation Matters

Our File No. 2055557-0200
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/12/08 Begin review of reclamation demand notices (.8)
Douglas M. Foley .80 hours at 525.00 per hour. \$420.00

11/12/08 Review and analyze reclamation claims and
review reclamation order regarding protocol and
forward same
Daniel F. Blanks .60 hours at 350.00 per hour. \$210.00

11/13/08 Revise, finalize and file reclamation notice
and e-mails regarding same (.3); analyze
reclamation demands (1.1)
Sarah B. Boehm 1.40 hours at 400.00 per hour. \$560.00

11/14/08 Analyze reclamation demands and correspondence
Sarah B. Boehm .60 hours at 400.00 per hour. \$240.00

11/18/08 Analyze reclamation demands and draft chart
(1.7); correspondence regarding reclamation
(.3)
Sarah B. Boehm 2.00 hours at 400.00 per hour. \$800.00

11/19/08 Analyze reclamation demands and revise chart
regarding same
Sarah B. Boehm 1.10 hours at 400.00 per hour. \$440.00

11/20/08 Review reclamation demand correspondence and
e-mails regarding same
Sarah B. Boehm .80 hours at 400.00 per hour. \$320.00

11/24/08 Review multiple reclamation demands and e-mails
to S. Baker regarding same
Daniel F. Blanks .50 hours at 350.00 per hour. \$175.00

11/25/08 Review reclamation demands and correspondence
regarding same
Sarah B. Boehm .40 hours at 400.00 per hour. \$160.00

11/26/08 E-mails with S. Baker and C. Fisher regarding
reclamation demand requests and related issues
Daniel F. Blanks .40 hours at 350.00 per hour. \$140.00

11/30/08 Telephone call from counsel and e-mail to
counsel regarding reclamation deadline
Sarah B. Boehm .20 hours at 400.00 per hour. \$80.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$525.00	0.8	\$420.00
Sarah B. Boehm	\$400.00	6.5	\$2,600.00
Daniel F. Blanks	\$350.00	1.5	\$525.00
TOTAL FEES		8.8	\$3,545.00

Re: Utilities Matters
Our File No. 2055557-0210

Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/17/08 Telephone conferences with counsel for
utilities regarding deposits and first day
relief and blocked account arrangement (.3)
Douglas M. Foley .30 hours at 525.00 per hour. \$157.50

11/17/08 Review correspondence and telephone conference
with utility providers with I. Fredericks
regarding same
Daniel F. Blanks .40 hours at 350.00 per hour. \$140.00

11/18/08 Analyze utility demands and correspondence
regarding same
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

11/19/08 E-mails and review correspondence regarding
demands by utilities for deposits and first day
order regarding blocked account arrangement and
implementation of same (.2)
Douglas M. Foley .20 hours at 525.00 per hour. \$105.00

11/19/08 Analyze utility demands and e-mails regarding
same
Sarah B. Boehm .40 hours at 400.00 per hour. \$160.00

11/20/08 E-mails and analysis regarding utility issues
and begin review of motions and pleadings filed
by utilities with respect to first day relief
(.4)
Douglas M. Foley .40 hours at 525.00 per hour. \$210.00

11/20/08 Review utility demand correspondence and
e-mails regarding same
Sarah B. Boehm .40 hours at 400.00 per hour. \$160.00

11/25/08 Review utility demands and e-mails regarding
same
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$525.00	0.9	\$472.50
Sarah B. Boehm	\$400.00	1.4	\$560.00
Daniel F. Blanks	\$350.00	0.4	\$140.00
TOTAL FEES		2.7	\$1,172.50

Re: Insurance Matters
Our File No. 2055557-0230

Circuit City ContactR. Hedgebeth
McGuireWoods ContactD. Hayes

11/14/08	Telephone conference with H. Hoffman and analyze insurance issues regarding workers compensation and general liability claims Sarah B. Boehm .80 hours at 400.00 per hour.	\$320.00
11/19/08	Several telephone conferences and e-mails with client, and insurance carrier, regarding workers compensation insurance issues and payments, letters of credit, and developed strategy regarding same (1.8) Douglas M. Foley 1.80 hours at 525.00 per hour.	\$945.00
11/19/08	Prepare for and participate in telephone conferences and meetings with F. Telegadas and L. Baldyga and others regarding outstanding litigation, insurance, workers compensation, and other related issues and analyze and develop strategies regarding same and research regarding same and review and analyze matters regarding same Daniel F. Blanks 4.60 hours at 350.00 per hour.	\$1,610.00
11/20/08	Several telephone conferences and e-mails with client, debtors professionals, and co-counsel regarding strategy and analysis of prepetition insurance claims including workers compensation, general liability, and litigation (1.4) Douglas M. Foley 1.40 hours at 525.00 per hour.	\$735.00
11/20/08	Multiple e-mails regarding insurance matters Sarah B. Boehm .30 hours at 400.00 per hour.	\$120.00
11/20/08	Multiple telephone conferences and e-mails with counsel and business people regarding insurance issues, strategies, post-petition obligations, prepetition claims covered by insurance, workers' compensation and multiple other related issues (1.7); multiple e-mails with insurance carriers regarding prepetition and post-petition claims and lawsuits and proposed protocols (.9) Daniel F. Blanks 2.60 hours at 350.00 per hour.	\$910.00

11/21/08 E-mails with L. Baldyga regarding insurance questions and related matters (.4); e-mails with C. Florence and other business people regarding strategies relating to prepetition general liability claims and related issues (.5); e-mails with insurance parties regarding protocols and related issues (.4)
Daniel F. Blanks 1.30 hours at 350.00 per hour. \$455.00

11/24/08 E-mails with H. Hoffman and other parties regarding workers' compensation and other insurance issues
Daniel F. Blanks 1.10 hours at 350.00 per hour. \$385.00

11/28/08 Analyze issues regarding insurance coverage and conferences with D. Foley regarding same and research issues regarding same
Daniel F. Blanks .60 hours at 350.00 per hour. \$210.00

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$525.00	3.2	\$1,680.00
Sarah B. Boehm	\$400.00	1.1	\$440.00
Daniel F. Blanks	\$350.00	10.2	\$3,570.00
TOTAL FEES		14.5	\$5,690.00

Re: Tax Matters

Our File No. 2055557-0240
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/11/08 Analysis regarding impact of Chapter 11 filing on pending IRS audit, tax protests with appeals office and tax liens
Craig D. Bell 4.00 hours at 495.00 per hour. \$1,980.00

11/12/08 Analysis of Chapter 11 filing on IRS collection efforts and pending tax audit appeals
Craig D. Bell 2.00 hours at 495.00 per hour. \$990.00

11/13/08 Receive and review motion for order authorizing payment of prepetition trust fund tax liabilities and related order in prepare for telephone conference with client
Brian C. Bernhardt .50 hours at 400.00 per hour. \$200.00

11/13/08 E-mails regarding authority under tax order and related issues
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

11/13/08 Review e-mails regarding tax issue protocols
and related issues
Daniel F. Blanks .30 hours at 350.00 per hour. \$105.00

11/17/08 Prepare for telephone conference with client
regarding state and local tax issues (.5);
telephone conference with client regarding
state and local tax issues (3.0); analysis of
state and local tax issues with respect to
strategies going forward (.3)
Brian C. Bernhardt 3.80 hours at 400.00 per hour. \$1,520.00

11/17/08 Prepare for and participate in telephone
conference with professionals and tax
department regarding tax claims, protocols,
analysis, and other issues and review and
analyze material regarding same (4.1); review
letter regarding prepetition taxes and e-mails
with S. Ash regarding same (.4)
Daniel F. Blanks 4.50 hours at 350.00 per hour. \$1,575.00

11/17/08 Review bankruptcy tax questions for debtor's
counsel (.5); conference call on state tax
considerations of bankruptcy (3.3)
J. Christian Tennant 3.80 hours at 245.00 per hour. \$931.00

11/18/08 Telephone conferences and e-mails with debtors
professionals and clients regarding business
tax issues and authority to pay prepetition
claims and strategy regarding same (.6)
Douglas M. Foley .60 hours at 525.00 per hour. \$315.00

11/18/08 Prepare for and continue telephone conference
with professionals regarding multiple tax
issues and protocols and analyze multiple
issues regarding same
Daniel F. Blanks 3.50 hours at 350.00 per hour. \$1,225.00

11/18/08 Conference call on state tax considerations of
bankruptcy
J. Christian Tennant 2.20 hours at 245.00 per hour. \$539.00

11/19/08 Several telephone conferences and e-mails with
client and debtors professionals regarding
authority to pay business taxes and strategy
regarding same with various jurisdictions (.6)
Douglas M. Foley .60 hours at 525.00 per hour. \$315.00

11/19/08 Prepare for and participate in telephone conference with Ernst & Young, S. Ash, J. McDonald and multiple other parties regarding tax strategies and other related issues and analyze issues and research matters regarding same (2.4); e-mails with S. Ash regarding tax issues and strategies (.5)
Daniel F. Blanks 2.90 hours at 350.00 per hour. \$1,015.00

11/19/08 Conference call on state tax considerations of bankruptcy
J. Christian Tennant 1.50 hours at 245.00 per hour. \$367.50

11/20/08 Receive and review documents from Ernst & Young regarding letters to taxing jurisdiction addressing payments for post-petition tax periods, as well as request for prompt determination by IRS on return to be filed
Brian C. Bernhardt .50 hours at 400.00 per hour. \$200.00

11/20/08 Multiple telephone conferences and e-mails with Ernst & Young and tax department regarding taxes and issues regarding prepetition and post-petition taxes and draft do not pay letters for taxing authorities and related issue
Daniel F. Blanks 1.20 hours at 350.00 per hour. \$420.00

11/21/08 Analyze issues regarding supplemental tax motion and e-mails regarding same
Sarah B. Boehm .30 hours at 400.00 per hour. \$120.00

11/24/08 Review e-mails and tax memoranda from Ernst & Young and other professionals regarding tax protocols and related issues
Daniel F. Blanks .80 hours at 350.00 per hour. \$280.00

11/25/08 Receive, review and analyze updated and revised state and local tax issues for debtor's counsel (.5)
Brian C. Bernhardt .50 hours at 400.00 per hour. \$200.00

11/25/08 Multiple e-mails with parties regarding prepetition tax issues and appropriate protocols regarding same (.9); review, analyze, revise, and file supplemental tax motion and multiple telephone conferences and e-mails with I. Fredericks regarding same (1.3)
Daniel F. Blanks 2.40 hours at 350.00 per hour. \$840.00

11/26/08 Multiple e-mails with S. Ash regarding tax
issues and analyze issues regarding same
Daniel F. Blanks .60 hours at 350.00 per hour. \$210.00

11/29/08 Continued review and analysis of tax memorandum
and protocol going forward (.9)
Douglas M. Foley .90 hours at 525.00 per hour. \$472.50

Timekeeper	Rate/HR	Hours	Fees
Douglas M. Foley	\$525.00	2.1	\$1,102.50
Craig D. Bell	\$495.00	6.0	\$2,970.00
Brian C. Bernhardt	\$400.00	5.3	\$2,120.00
Sarah B. Boehm	\$400.00	0.6	\$240.00
Daniel F. Blanks	\$350.00	16.2	\$5,670.00
J. Christian Tennant	\$245.00	7.5	\$1,837.50
TOTAL FEES		37.7	\$13,940.00

Re: Claims Administration
Our File No. 2055557-0250
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/19/08 Revise letter to customer regarding settlement
and e-mails with F. Telegadas regarding same
Daniel F. Blanks .50 hours at 350.00 per hour. \$175.00

11/20/08 E-mails with parties regarding customer claims
resolution and settlement of claims
Daniel F. Blanks .50 hours at 350.00 per hour. \$175.00

Timekeeper	Rate/HR	Hours	Fees
Daniel F. Blanks	\$350.00	1.0	\$350.00
TOTAL FEES		1.0	\$350.00

Re: Employee Benefits/Pensions
Our File No. 2055557-0280
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/10/08 Review revised language to QDRO correcting
ambiguity in first proposed version per request
sent by S. Loyd on 11/10
Elizabeth A. Diller .20 hours at 245.00 per hour. \$49.00

11/11/08 Telephone call to Jay Oakey of Circuit City regarding employee benefits issues (.1); prepare and e-mail materials to J. Oakey regarding employee benefits and executive compensation in bankruptcy (.3); review materials and court order regarding Company benefit plans and executive compensation (.9)
J. McElligott Jr. 1.30 hours at 590.00 per hour. \$767.00

11/11/08 Planning for impact of bankruptcy proceedings on ongoing employee benefits work
Regina Johnson Elbert 1.40 hours at 245.00 per hour. \$343.00

11/11/08 Receive and review revised proposed domestic relations order for retirement plan received on November 10, 2008 (.3); draft letter to parties (.3); draft e-mail response to S. Loyd (.2)
Dorothy J. Hannan .80 hours at 215.00 per hour. \$172.00

11/12/08 Review court's orders regarding compensation and benefits (.8); analysis of compensation and benefits issues regarding year end compliance (1.3) ; prepare list of issues to be addressed regarding compensation and benefits and year end compliance, including required 409A and qualified retirement plan amendments
J. McElligott Jr. 2.40 hours at 590.00 per hour. \$1,416.00

11/12/08 Receive and review materials regarding bankruptcy filing and effect on benefit matters
David F. Dabbs 1.20 hours at 405.00 per hour. \$486.00

11/13/08 Review documents and prepare for meeting with J. Oakey regarding benefits and compensation matters
J. McElligott Jr. 1.70 hours at 590.00 per hour. \$1,003.00

11/13/08 Obtain latest proxy statement for Circuit City on SEC website for R. Cipolla
Dorothy J. Hannan .20 hours at 215.00 per hour. \$43.00

11/14/08 Review Circuit City executive contracts and benefit plans in preparation and outline agenda for meeting with J. Oakey (1.3); meeting with J. Oakey regarding status of year end compliance regarding Section 409A and qualified benefit plans, action items needed regarding benefits and compensation, Circuit City in house attorneys and staff involved, existing board resolutions and need to pull together appropriate amendments to relevant documents,

planning regarding same, legal advice regarding
impact of bankruptcy on various benefit and
compensation matters (1.0); prepare list of
action items for J. Oakey (.5); telephone calls
and e-mails D. Hayes regarding bankruptcy
issues (.3)

J. McElligott Jr. 3.40 hours at 590.00 per hour. \$2,006.00

11/14/08 Confer with J. McElligott and R. Cipolla
regarding anticipated review of IRC 409A issues
David F. Dabbs .50 hours at 405.00 per hour. \$202.50

11/14/08 Review SEC materials for meeting regarding
benefit plans (1.0); meeting with J. Oakey
(.4); develop list of plans that should be
reviewed for 409A compliance (.4)
Robert M. Cipolla 1.80 hours at 465.00 per hour. \$837.00

11/14/08 Review proposed QDRO sent by S. Loyd on 11/13
Elizabeth A. Diller .40 hours at 245.00 per hour. \$98.00

11/14/08 Determine employer identification number for
employee benefit plans for R. Cipolla
Dorothy J. Hannan .20 hours at 215.00 per hour. \$43.00

11/14/08 Receive and review proposed domestic relations
order received on 11/13/08 for 401(k) plan
(.4); draft letter to parties (.3); draft
e-mail to Y. Harris for missing page of order
(.1)
Dorothy J. Hannan .80 hours at 215.00 per hour. \$172.00

11/16/08 Review Debtors Motion and Order authorizing
Debtors to pay prepetition wages, compensation
and employee benefits (.8); analysis of end of
year benefits compliance issues in light of
petition and order of bankruptcy court (.8)
J. McElligott Jr. 1.60 hours at 590.00 per hour. \$944.00

11/16/08 Research regarding possible amendments to
employee benefits plans
Aaron G. McCollough 1.80 hours at 325.00 per hour. \$585.00

11/17/08 Identify benefit and compensation arrangements
governed by bankruptcy court's order and
analysis of Internal Revenue Code Section 409A
issues with respect to deferred compensation
(.4); conference D. Hayes regarding benefits
and compensation issues in bankruptcy matters
(.4)
J. McElligott Jr. .80 hours at 590.00 per hour. \$472.00

11/17/08 Review qualified domestic relations order for
401(k) plan, submitted on November 13th by Y.
Harris
Regina Johnson Elbert .30 hours at 245.00 per hour. \$73.50

11/17/08 Research issues regarding possible minor
amendments to benefit plans
Aaron G. McCollough 2.10 hours at 325.00 per hour. \$682.50

11/17/08 Obtain and review final page of proposed
domestic relations order received on 11/13 for
401(k) plan (.1); finalize letter to parties
(.1); draft e-mail response to Y. Harris at
Circuit City (.1)
Dorothy J. Hannan .30 hours at 215.00 per hour. \$64.50

11/18/08 Items list regarding benefits/compensation
compliance
J. McElligott Jr. .30 hours at 590.00 per hour. \$177.00

11/20/08 Analysis of 409A issues regarding deferred
compensation and bankruptcy filing
J. McElligott Jr. 1.40 hours at 590.00 per hour. \$826.00

11/20/08 Read 409A regulations for application to
execution compensation plans
David F. Dabbs 1.40 hours at 405.00 per hour. \$567.00

11/21/08 Outline of employee benefits compliance tasks
and status of individual plans and policies
under the Court's order of November 10, 2008
(2.9); review Board deferred compensation plans
(.3); e-mails to J. Oakey and R. Cipolla (.1)
J. McElligott Jr. 3.30 hours at 590.00 per hour. \$1,947.00

11/23/08 Review executive retirement health plan issues
J. McElligott Jr. .50 hours at 590.00 per hour. \$295.00

11/23/08 E-mails and telephone calls with J. Oakey
regarding plan documents
J. McElligott Jr. .50 hours at 590.00 per hour. \$295.00

11/24/08 Analysis of benefits issues regarding Chapter
11 filing (1.8); telephone conference with J.
Oakey and message regarding plan documents
(.1); retiree health issues under Bankruptcy
Code Section 1114 and COBRA issues (1.4);
prepare list of action items (.7); Section 409A
issues (.4); PBGC reportable event issues,
review ERISA and PBGC regulations (.4)
J. McElligott Jr. 4.80 hours at 590.00 per hour. \$2,832.00

11/25/08 Further study of 409A regulations
David F. Dabbs 1.70 hours at 405.00 per hour. \$688.50

Timekeeper	Rate/HR	Hours	Fees
James P. McElligott Jr.	\$590.00	22.0	\$12,980.00
Robert M. Cipolla	\$465.00	1.8	\$837.00
David F. Dabbs	\$405.00	4.8	\$1,944.00
Aaron G. McCollough	\$325.00	3.9	\$1,267.50
Elizabeth A. Diller	\$245.00	0.6	\$147.00
Regina Johnson Elbert	\$245.00	1.7	\$416.50
Dorothy J. Hannan	\$215.00	2.3	\$494.50
TOTAL FEES		37.1	\$18,086.50

Re: Intellectual Property Matters
Our File No. 2055557-0310
Circuit City Contact R. Hedgebeth
McGuireWoods Contact D. Hayes

11/11/08 Contact D. Ramsey to discuss strategy for
managing Circuit City trademark oppositions in
light of bankruptcy filing
Douglas B. Smith .20 hours at 250.00 per hour. \$50.00

11/11/08 Assess impact of bankruptcy filing on Circuit
City intellectual property portfolio; perform
assessment of pending trademark oppositions
filed by Circuit City and against Circuit City
Douglas B. Smith 1.90 hours at 250.00 per hour. \$475.00

11/12/08 Receive and review correspondence from agent in
Canada requesting instructions regarding
declaration of use filing for the mark LIQUID
VIDEO (.1); prepare and send response to agent
(.1)
Douglas B. Smith .20 hours at 250.00 per hour. \$50.00

11/12/08 Receive and review correspondence from agent in
China regarding the pending status of Circuit
City trademark matters (.1); send
correspondence to D. Ramsey summarizing issues
identified by agent (.2); send reply to agent
(.1)
Douglas B. Smith .40 hours at 250.00 per hour. \$100.00

11/14/08 E-mails regarding potential intellectual
property issues and claims (.4)
Douglas M. Foley .40 hours at 525.00 per hour. \$210.00

11/14/08 Review potential IP issue; e-mail to client
regarding same
Brian C. Riopelle .40 hours at 525.00 per hour. \$210.00

11/17/08 E-mails and phone calls with D. Ramsey to
discuss status of consent waiver from Samsung
regarding the trademark SENS
Douglas B. Smith .20 hours at 250.00 per hour. \$50.00

11/18/08 Conference call with H. Claiborne regarding
sweepstakes
Douglas B. Smith .20 hours at 250.00 per hour. \$50.00

11/19/08 E-mails with Turkish law firm regarding
recently filed application for CIRCUIT CITY
Douglas B. Smith .30 hours at 250.00 per hour. \$75.00

11/20/08 E-mails with Canadian agent regarding VERGE
oppositions (.1); send correspondence to D.
Ramsey summarizing status of oppositions and
requesting instructions on how to proceed (.2)
Douglas B. Smith .30 hours at 250.00 per hour. \$75.00

11/20/08 Receive and review e-mail from agent in Turkey
regarding possible infringement of CIRCUIT CITY
mark; send reply
Douglas B. Smith .10 hours at 250.00 per hour. \$25.00

11/24/08 Receive and review correspondence from Canadian
agent regarding status of oppositions to
Circuit City's applications of VERGE and VERGE
& Design.
Douglas B. Smith .10 hours at 250.00 per hour. \$25.00

11/24/08 Review e-mail from agent in Turkey regarding
application for CIRCUIT CITY (.1); contact D.
Ramsey for guidance on how to proceed (.1);
send reply to agent (.1)
Douglas B. Smith .30 hours at 250.00 per hour. \$75.00

11/25/08 Digital Choice - Telephone conference with M.
L. Roberts regarding Digital Choice royalty
issue
David E. Finkelson .10 hours at 410.00 per hour. \$41.00

11/30/08 Follow-up regarding Digital Choice royalty
matter; e-mail to D. Hayes regarding same
David E. Finkelson .20 hours at 410.00 per hour. \$82.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Brian C. Riopelle	\$525.00	0.4	\$210.00
Douglas M. Foley	\$525.00	0.4	\$210.00

David E. Finkelson	\$410.00	0.3	\$123.00
Douglas B. Smith	\$250.00	4.2	\$1,050.00
TOTAL FEES		5.3	\$1,593.00

Disbursements and Other Expenses:

Copy Charges	\$5,739.30
Computer Research - Lexis	\$414.00
Overtime Charges	\$900.00
Long Distance Telephone Charges	\$16.80
Westlaw Research	\$104.00
11/10/08 FedEx Priority Overnight/Int'l Priority to Chicago, IL - Tracking #: 981737480908	\$14.61
11/13/08 CUSTOM HOUSE GLOBAL FOREIGN EXCHANGE - Foreign currency of 467.00 (Canadian) made payable to Smart & Biggar on Invoice S1455154 for CIRCUIT CITY & CIRCLE LOGO Design, filing request for extension of time	\$402.60
11/13/08 FedEx Priority Overnight/Int'l Priority to Towson, MD - Tracking #: 718929936880	\$9.07
11/13/08 US BANKRUPTCY COURT, EASTERN DISTRICT OF VA - Fees for certified copy	\$87.00
11/17/08 LASERSHIP, INC. - From MWRichmond to USDC - 11/10/08	\$12.68
11/17/08 LASERSHIP, INC. - From MWRichmond to Circuit City - 11/11/08	\$27.35
11/19/08 DOUGLAS M. FOLEY - Travel to Richmond for meetings concerning Circuit City 11/14/08; room, meal, mileage	\$516.80
11/19/08 DANIEL F. BLANKS - Travel to Richmond for meetings concerning Circuit City 11/14-11/15/08; room, mileage, parking	\$479.77
11/20/08 SARAH B. BOEHM - TNT Limo service to USBC, EDVA used to transport documents, attorneys, and staff 11/10/08	\$760.00
11/24/08 HOMEMADES BY SUZANNE, INC. - Working lunch	\$69.17
11/24/08 CHICAGO MESSENGER SERVICE - Inv# 454687 dtd 11-16-08 delivery to R. Holstein/Holstein Law Offices 11-14-08 from B. Hanzlik	\$5.50
TOTAL EXPENSES	\$9,558.65

Summary of Fees and Expenses:

Total Fees for all Matters:	\$227,581.00
Total Expenses for all Matters:	<u>\$9,558.65</u>
Total for this Invoice:	<u>\$237,139.65</u>